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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

TRONOX INCORPORATED, *et al.*,

Debtors.

**TRONOX INCORPORATED, TRONOX
WORLDWIDE LLC f/k/a Kerr-McGee
Chemical Worldwide LLC, and TRONOX LLC
f/k/a Kerr-McGee Chemical LLC,**

Plaintiffs,

v.

**ANADARKO PETROLEUM CORPORATION
and KERR-McGEE CORPORATION, KERR-
MCGEE OIL & GAS CORPORATION, KERR-
MCGEE WORLDWIDE CORPORATION, KERR-
MCGEE INVESTMENT CORPORATION, KERR-
MCGEE CREDIT LLC, KERR-MCGEE SHARED
SERVICES COMPANY LLC, AND KERR-MCGEE
STORED POWER COMPANY LLC**

Defendants.

THE UNITED STATES OF AMERICA,

Plaintiff-Intervenor,

v.

**TRONOX, INC., TRONOX WORLDWIDE LLC,
TRONOX LLC, KERR-McGEE CORPORATION
and ANADARKO PETROLEUM CORPORATION,**

Defendants.

) Chapter 11

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) Case No. 09-10156 (ALG)

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) Jointly Administered

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) Adv. Pro. No. 09-01198 (ALG)

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**DECLARATION OF THOMAS R.
LOTTERMAN IN SUPPORT OF
DEFENDANTS' MOTION *IN LIMINE*
TO EXCLUDE TESTIMONY OF THE
AVOCA WITNESSES**

THOMAS R. LOTTERMAN, declares, pursuant to 28 U.S.C. § 1746, under penalty of perjury that the following is true and correct:

1. I am a member of the bar of the District of Columbia and an attorney with the law firm of Bingham McCutchen LLP, which serves as co-counsel to Defendants Anadarko Petroleum Corporation, Kerr-McGee Corporation, Kerr-McGee Oil & Gas Corporation, Kerr-McGee Worldwide Corporation, Kerr-McGee Investment Corporation, Kerr-McGee Credit LLC, Kerr-McGee Shared Services Company LLC, and Kerr-McGee Stored Power Company LLC in the above-captioned adversary proceeding.
2. I make this Declaration in support of Defendants' Motion *In Limine* to Exclude Testimony of the Avoca Witnesses (the "Motion"), to place copies of documents cited in the Motion before the Court, and to set forth additional facts relevant to this dispute with Plaintiffs. I have personal knowledge of the matters set forth herein.
3. At a hearing held before this Court on December 22, 2011, the Court repeatedly warned that it is "not going to try a creosote case in this litigation."
4. On February 24, 2012, Plaintiffs and Defendants exchanged witness lists. Plaintiffs' list includes the following three designations: two Avoca tort claimants (Leonard Ash, Sr. and David Perks) and the former mayor of Avoca (James Haddock).
5. Attached hereto as Exhibit A is a true and correct copy of excerpts from the transcript of a hearing held before this Court on December 22, 2011.

Executed on: March 16, 2012

/s/ Thomas R. Lotterman
Thomas R. Lotterman